

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

BLUE SPIKE, LLC,
Plaintiff,

BLUE SPIKE, LLC,
Plaintiff,

**DECLARATION OF DEREK LABIAN IN SUPPORT OF DEFENDANT
AUDIBLE MAGIC CORPORATION'S AND ITS CUSTOMERS' MOTION TO
TRANSFER VENUE TO THE UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF CALIFORNIA UNDER 28 U.S.C. § 1404(a)**

I, Derek Labian, declare under penalty of perjury that the following is true and correct:

1. I am the President and CEO of MediaFire LLC. I have personal knowledge of the facts set forth in this declaration, or access to MediaFire LLC's ("MediaFire") corporate information and records allowing me to confirm these facts. If called as a witness, I could testify competently to these facts under oath.

2. MediaFire is accused in the complaint in the above-referenced action based on Audible Magic's technology.

3. MediaFire regularly conducts business in the San Francisco Bay Area and Silicon Valley.

4. In July 2012, MediaFire entered into an agreement with Audible Magic, located in Los Gatos, California, wherein Audible Magic agreed to provide its Content Identification Services to MediaFire. This is technology accused by Blue Spike in the instant action. The Content Identification Services provided to MediaFire are, at all times, managed by Audible Magic on its computer servers and in its network operations center in Los Gatos, California and San Jose, California.

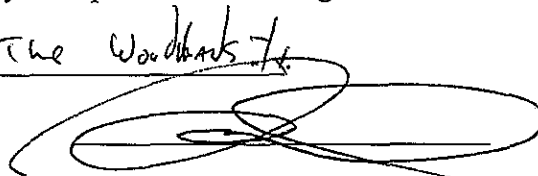
5. MediaFire interacted with Audible Magic technical and business personnel in Los Gatos, California to obtain the agreement with Audible Magic.

6. As part of its agreement with Audible Magic, MediaFire utilizes or accesses servers, databases, and software located in and/or originating from Audible Magic in Los Gatos, California.

7. MediaFire has no access to, and no ability to alter, Audible Magic's proprietary source code used to run Audible Magic's Content Identification Services.

I declare under penalty of perjury under the laws of the United States of America that the foregoing facts are true and correct based on my own personal knowledge.

Executed on May 6, 2013 in The Woodlands, TX

A handwritten signature in black ink, appearing to read 'Derek Labian', written over a horizontal line.

Derek Labian